PUBLIC NOTICE

Federal Communications Commission
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DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED, DEBTOR-IN-POSSESSION

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 09-75

Comments Due: June 18, 2009
Reply Comments Due: June 25, 2009

On May 15, 2009, Primus Telecommunications, Inc. (PTI), Least Cost Routing, Inc. (LCR), The St. Thomas and San Juan Telephone Company, Inc. (STSJ Telephone), and STSJ Overseas Telephone Company, Inc. (STSJ Overseas) (collectively, Licensees) along with their ultimate parent company, Primus Telecommunications Group, Incorporated, Debtor-in-Possession (PTGI, and, collectively with Licensees, referred to as Applicants), filed an application pursuant to section 63.03 of the Commission's rules[1] seeking approval for an indirect transfer of control in connection with a planned consensual financial restructuring of PTGI under Chapter 11 of the Bankruptcy Code.

PTI, a Delaware corporation, is authorized to provide interexchange services in the District of Columbia and in every state except Alaska. PTI is also authorized to provide resold competitive local exchange carrier (LEC) service in California, the District of Columbia, Florida, Iowa, Maryland, Massachusetts, Michigan, New Jersey, New York, Pennsylvania, and the Commonwealth of Puerto Rico. LCR, a Florida corporation, is authorized to provide interexchange services in multiple states. LCR is a wholly owned subsidiary of TresCom International, Inc. (TresCom), a Florida corporation that operates as a telecommunications holding company. STSJ Overseas, a Puerto Rico corporation, is authorized to provide interexchange services in Puerto Rico and is a wholly owned subsidiary of STSJ Telephone, a U.S. Virgin Islands company that is authorized to provide interexchange services in the U.S. Virgin Islands. STSJ Telephone is a wholly owned subsidiary of TresCom.

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[1] 47 C.F.R § 63.03; *see* 47 U.S.C. § 214. Applicants are also filing applications for transfer of control associated with authorization for international services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications. Applicants filed supplements to their domestic section 214 application on June 2, 2009 (June 2 Supplement) and June 3, 2009. On May 22, 2009, Applicants filed a request for Special Temporary Authority (STA) for a period of 60 days. They state that the STA is necessary to proceed with the proposed restructuring and plan to emerge from bankruptcy by July 1, 2009 and to avoid potential disruption of service to customers. The Wireline Competition Bureau granted the STA for a period of 60 days on June 3, 2009. Letter from Danielle Burt, Counsel for Applicants, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 09-75 (filed May 22, 2009).

PTI and TresCom are wholly owned subsidiaries of Primus Telecommunications Holding, Inc. (PTHI), a Delaware corporation, that is in turn a subsidiary of PTGI, also a Delaware corporation. Neither PTGI nor PTHI is authorized to provide local or long distance service.[2]

Following the restructuring, Applicants expect that PTGI's equity will be held by diverse and unaffiliated entities such that no entity will hold legal majority or actual working control of PTGI's voting stock, and they expect no entity to hold a 10 percent or greater interest of PTGI's equity.[3] Applicants state that the proposed restructuring will not cause the Applicants to become affiliated with any other provider of telecommunications services.

On March 16, 2009, PTGI and certain of its non-operating holding company affiliates (not including Licensees) filed petitions with the Bankruptcy Court to reorganize under Chapter 11.[4] Applicants state that the debtors, along with certain secured creditors and note holders, have agreed on a proposed plan, which, among other things, will materially improve the capital structure and liquidity of PTGI in order to ensure that its operating subsidiaries, including the Licensees, will have access to sufficient financial resources. At the completion of the restructuring, Applicants do not expect that any single entity or group of entities will obtain or hold a majority interest or the ability to exercise actual working control in PTGI (or, indirectly, in the Licensees).[5] Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.[6]

Domestic Section 214 Application Filed for the Indirect Transfer of Control of Primus Telecommunications Group, Incorporated, Debtor-in-Possession, WC Docket No. 09-75 (filed May 15, 2009).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before June 18, 2009,** and reply comments **on or before June 25, 2009.** Unless otherwise notified by the

[2] American International Group, Inc., a U.S-based investment entity, owns 13.12 percent of PTGI. Applicants state that no other person or entity directly or indirectly currently owns or controls 10 percent or more of PTGI.

[3] Applicants had stated that Southpaw Asset Management Fund, L.P. would hold an 11.4 percent equity interest in PTGI following the restructuring, but indicated in the June 2 Supplement that Southpaw would no longer obtain that interest.

[4] PTGI, the ultimate parent of Licensees, and PTHI, the direct parent of PTI and the indirect parent of LCR, STSJ Telephone and STSJ Overseas, each filed a petition with the United States Bankruptcy Court for the District of Delaware to reorganize under Chapter 11. *Primus Telecommunications Group, Incorporated, et al., Debtors*, Case Nos. 09-10867 (KG) through 09-10970 (KG), U.S. Bankruptcy Court (DE, filed Mar. 16, 2009).

[5] Applicants state that the precise distribution of equity ownership of PTGI will not be known until PTGI emerges from bankruptcy. Upon emergence, the new equity will be predominantly owned by note holders who will exchange their debt for stock. Applicants have agreed to notify the Commission within 30 days of the completion of the restructuring as to the final ownership interests, including any individual or entity that has shares constituting 10 percent or more of the equity or voting interests in PTGI.

[6] 47 C.F.R. § 63.03(b)(2)(i).

Commission, the Applicants may transfer control on the 31st day after the date of this notice.[7] Comments must be filed electronically using (1) the Commission's Electronic Comment Filing System (ECFS) or (2) the Federal Government's e-Rulemaking Portal. *See* 47 C.F.R. § 63.03(a) ("All comments on streamlined applications shall be filed electronically . . . ."); *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Comments may be filed electronically using the Internet by accessing the ECFS, http://www.fcc.gov/cgb/ecfs/, or the Federal e-Rulemaking Portal, http://www.regulations.gov. Filers should follow the instructions provided on the website for submitting comments.

- For ECFS filers, if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to ecfs@fcc.gov and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.

In addition, e-mail one copy of each pleading to each of the following:

1) The Commission's duplicating contractor, Best Copy and Printing, Inc., fcc@bcpiweb.com; phone: (202) 488-5300; fax: (202) 488-5563;

2) Tracey Wilson-Parker, Competition Policy Division, Wireline Competition Bureau, tracey.wilson-parker@fcc.gov;

3) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov;

4) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and

5) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: (202) 488-5300; fax: (202) 488-5563; e-mail: fcc@bcpiweb.com; url: www.bcpiweb.com.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (tty).

For further information, please contact Tracey Wilson-Parker at (202) 418-1394 or Dennis Johnson at (202) 418-0809.

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[7] Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.